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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Richmond Division**

**CONSENT ORDER RESOLVING LEXAR MEDIA, INC.'S AMENDED  
1MOTION FOR RELIEF FROM THE AUTOMATIC STAY TO PERMIT  
TERMINATION OF CONSIGNMENT AGREEMENT AND FOR ENTRY OF AN ORDER  
DIRECTING DEBTORS TO REJECT CONSIGNMENT AGREEMENT**

Upon consideration of the Amended Motion (“Amended Motion”) of Lexar Media, Inc. (“Lexar”) for the entry of an Order granting Lexar relief from the automatic stay to permit Lexar to terminate the Consignment Agreement dated as of November 3, 2008 (“Consignment Agreement”) between Lexar and the above captioned debtors-in-possession (“Circuit City” or “Debtors”) and to direct the Debtors to immediately reject the Consignment Agreement, and it appearing that Lexar and the Debtors have agreed to resolve the Amended Motion pursuant to the terms of this Consent Order; and upon the record herein; and after due deliberation thereon;

**IT IS HEREBY ORDERED THAT:**

1. The Consignment Agreement shall be deemed rejected immediately upon entry of this Consent Order.
2. Lexar shall be allowed an administrative claim against the Debtors' estates in the amount of \$1,877,973.71 ("Administrative Claim").
3. The Debtors shall be entitled to a credit against the Administrative Claim in the amount of \$625,000.00, for Marketing Development Funds and Slotting Fees owed by Lexar to the Debtors under the Consignment Agreement.
4. The Debtors shall pay the balance of the Administrative Claim, \$1,252,973.71, to Lexar on the eleventh day following entry of this Consent Order.
5. Lexar's request for relief from the automatic stay is denied as moot.

Dated: \_\_\_\_\_, 2009

\_\_\_\_\_  
United States Bankruptcy Judge

**WE ASK FOR THIS:**

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By: /s/ Valerie P. Morrison  
Valerie P. Morrison (VSB No. 24565)  
Dylan G. Trache (VSB No. 45939)

Counsel to Lexar Media, Inc.

CERTIFICATE PURSUANT TO LOCAL BANKRUPTCY RULE 9022-1(C)

I hereby certify that the foregoing proposed Order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

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